

Bylaws (As revised February 12, 2008; May 20, 2014; April 8, 2015; February 24, 2016)

ARTICLE I – NAME

The legal name of this nonprofit corporation as established in its Articles of Incorporation in the State of Florida is Gainesville Area Rowing, Inc. Hereinafter, Gainesville Area Rowing shall be referred to as “GAR” or “the Corporation.”

ARTICLE II – PURPOSE

Gainesville Area Rowing (GAR):

Promotes the sport of competitive rowing (crew) in the Gainesville, Florida area obtains and provides rowing facilities, services, equipment, and related items that are reasonable, necessary, and appropriate to carry on the sport of rowing.

ARTICLE III – NON-DISCRIMINATION STATEMENT

GAR does not discriminate in the hiring of coaches or other staff members, in the choice of service or product providers, in the ability to join and/or remain affiliated with GAR, or in the ability to participate in the governance and activities of GAR on the basis of race, age, gender, sexual orientation, gender identity, national origin, religious affiliation, disability, marital status, education, or economic status, except in cases where the individual would be physically incapable of performing the duties required of a paid position.

ARTICLE IV – AUTHORITY AND AFFILIATIONS

§1.0 Organizational Form

This corporation shall be maintained as a permanent organization and shall function as a nonprofit organization under the requirements of Section 501(c)(3), as amended, of the Internal Revenue Code.

§2.0 Governing Authority

In case of conflict between these Bylaws and the Articles of Incorporation as approved by the Secretary of State of Florida, the Articles of Incorporation take precedence. When either these Bylaws or the Articles of Incorporation conflict with the statutes of the State of Florida, those statutes shall have precedence.

§3.0 Rules of Order

These Bylaws govern the conduct of GAR business and may not be suspended. The current edition of Robert’s Rules of Order governs for questions not addressed herein. A motion to suspend the prevailing rules of order must address the specific purpose of suspending the rules of order and requires the approval of two-thirds of the Members present.

§4.0 Programs

GAR is comprised of GAR Youth (middle- and high-school rowers) and GAR Masters. Priority of equipment, scheduling, and other resources shall go to GAR Youth.

§5.0 Affiliation

GAR shall maintain membership in good standing in the Florida Scholastic Rowing Association (FSRA) and U.S. Rowing.

§6.0 Dissolution

In the event of dissolution of the Corporation (see Article VI, Sections 4.2 and 4.4), all of its property and assets shall become the property of the Florida Scholastic Rowing Association after payment of all existing debts. In no event shall any of the assets or property, or the proceeds from the sale of any assets or property, be distributed to GAR members for the reimbursement for any sum contributed by those members or for any other purpose.

ARTICLE V – MEMBERS

The parent, guardian, or sponsor of each middle or high-school rower is eligible to be a voting Member. Members are considered to be in good standing, and are therefore eligible to vote on matters of business for the Corporation, if all financial obligations (e.g., dues) are paid and current. Members and rowers must read and agree to adhere to the policies and procedures as specified in the current GAR Policy Manual and the current GAR Handbook. Members in good standing may vote on matters of business for the Corporation in accordance with these Bylaws and with GAR policies. There shall be one vote for each rower, such that Members who support multiple rowers shall be eligible to cast a number of votes equal to the number of rowers supported. Parents, guardians, or sponsors of rowers under 18 and of rowers 18 or older whose membership they support financially shall have voting privileges. High-school rowers 18 or older who provide their own financial support shall be considered Members and shall have voting privileges (in lieu of a parent, guardian, or sponsor). Members of the GAR Masters Rowing Program shall be non-voting members of Gainesville Area Rowing Inc. Masters members cannot vote on matters of corporate business during general and special meetings and will not be counted towards a quorum. Masters members must read and agree to adhere to the policies and procedures of GAR and to the Masters program's policies. Masters members will be represented on the Executive Committee by a Masters liaison who will have voting privileges on matters of corporate business that comes before the Executive Committee. Masters Members may hold any office on the Executive Committee and shall have all the rights and privileges of that office.

ARTICLE VI – GOVERNANCE

§1.0 Policies and Procedures

GAR accomplishes its purpose within a framework of policies and procedures that provide structure and organization to the coaches, staff members, and volunteers who are working to fulfill GAR's purpose. GAR maintains current versions of all policies and procedures in a Policy Manual that is available to all. These Bylaws, the Articles of Incorporation, and the laws of the State of Florida take precedence over policies and procedures in the event of a conflict.

§2.0 Officers and Executive Committee

GAR elects eight officers each year at the Annual Meeting (see Article VI, Section 4.1): the President, a Vice President, a Secretary, a Treasurer, a Fundraising Director, a Public Relations Director, a Facilities Director and a Development Director. These officers shall perform the duties prescribed in the Corporation's job descriptions and by the parliamentary authority adopted by the Corporation. Officers must be at least eighteen years of age and must be Members in good standing of the Corporation. No individual may hold more than one office at a time. A given individual may serve only two consecutive one year terms in any specific position. In the event of a vacancy, the Executive Committee shall elect a

replacement to fill the vacancy. In addition the head coach shall be a voting member of the Executive Committee. Masters members shall appoint a Masters Liaison to the Executive Committee by a method of their choosing. The Masters liaison must be a Masters member. The Masters liaison shall be a voting member of the Executive Committee, and there shall be no term limit on the Masters liaison.

§3.0 Nominating Committee

The Nominating Committee consists of five persons who, at the time of their appointment, have been members of the Corporation for at least four months. The Executive Committee shall appoint the Nominating Committee and announce its membership no later than March. Members of the Executive Committee may not serve on the Nominating Committee. The Nominating Committee is responsible for preparing and conducting the elections at the Annual Meeting of the Corporation in accordance with the Policy Manual. The Nominating Committee presents the Corporation with a slate of candidates for President, Vice President, Secretary, Treasurer, Fundraising Director, Public Relations Director, Facilities Director and Development Director at least seven days in advance of the Annual Meeting. These candidates will have agreed to serve if elected

§4.0 Meetings

§4.1 Business Meeting

The Corporation shall conduct its business in open meetings, with the exception of personnel evaluations and Member finances. The Corporation has two regular forums for business, the Executive Committee Meeting and the Boosters Meeting. The Executive Committee shall make the time and location of all business meetings known to the Corporation at least seven days in advance through an announcement via the Corporation's group email address and/or through a written letter to all members.

§4.2 Annual Meeting

The Corporation shall hold its Annual Meeting each year between April 1 and May 31. The Executive Committee shall establish the date for the Annual Meeting and make it known to the Corporation at least seven days in advance through an announcement via the Corporation's group email address and/or through a written letter to all members. During the annual meeting, the Corporation shall elect officers for the next fiscal year.

§4.3 Special Meetings

The Corporation shall hold a Special Meeting when either (1) a majority of the Executive Committee deems it necessary or (2) the Executive Committee receives a written request for a special meeting (the request must explicitly describe the purpose of the meeting) signed by 25% of the Members of the Corporation. The Executive Committee shall set the date, time, and place of the meeting. The Executive Committee must mail and or e-mail written notice of a Special Meeting and a description of the purpose of the meeting to all Members at least seven days in advance.

§4.4 Actions Requiring a Special Meeting

The following business can be transacted only at a Special Meeting following a written notice: revising the Bylaws or Articles of Incorporation and dissolution of the Corporation. The written notice of the Special Meeting must include the specific motion(s) to be made and on which a vote will be taken. The written notice of a Special Meeting to revise the Bylaws must include a detailed description of the proposed changes and the rationale for the changes.

§4.5 Voting Methods

GAR does not permit voting by proxy. GAR permits voting by absentee ballot for the questions noted in Section 4.3 of this Article. Absentee votes must be made in accordance with the Corporation’s established policies in order to be valid and counted. The Secretary must have record of such votes at least 48 hours before the scheduled meeting of the Corporation.

§4.6 Meeting Quorums and Required Voting Margins

Only Members in good standing may vote on business matters of the Corporation. Only Members in good standing who have been Members in good standing for at least six months may vote on changes to the Bylaws or Articles of Incorporation and on any motion to dissolve the Corporation. Unless specified otherwise below, 10% of the Members in good standing constitutes a quorum for transaction of business. Absentee votes count toward the establishment of the quorum. A quorum is not necessary to adjourn a meeting. Unless specified otherwise below, a majority vote decides any question.

| Question | Quorum | Min. Fav.Vote | Absentee Voting? |
|---|---------------|----------------------|-------------------------|
| Bylaws Change | 25% | 66% | Yes |
| Articles of Incorporation Change | 25% | 66% | Yes |
| Suspension of Rules of Order | 25% | 66% | No |
| Major Property Purchase/Sale | 25% | 66% | Yes |
| Organizational Dissolution | 50% | 90% | Yes |
| Member financially profit from association with GAR | 25% | 66% | Yes |

ARTICLE VII – FINANCES

§1.0 Execution of Instruments

The President, the Vice President, the Secretary, and the Treasurer, with the approval of the Executive Committee, may enter into contracts and execute and deliver any instrument in the name and on behalf of the Corporation. The Executive Committee may authorize other agents to enter into specific contracts and execute and deliver specific instruments in the name and on behalf of the Corporation.

§2.0 Financial Reports

At the first executive committee meeting in the new fiscal year, the treasurer shall present a financial report for approval by the executive committee. The financial report shall set forth cash on hand and in banks, actual cash receipts and disbursements for the previous fiscal year and a budget for the new fiscal year.

§3.0 Check-Signing Authority

The President, Vice President, Secretary, and Treasurer have the authority to sign checks on behalf of the Corporation. They may do so in the normal course of business without explicit Executive Committee approval for individual transactions. The Executive Committee may also grant such authority to other persons on an as-needed basis. The Executive Committee or its designated representative will conduct a monthly review of all bank statements, receipts, and disbursements.

§4.0 Major Purchases and Sales of Property

Before entering into transactions for capital purchases or sales with a value of \$3,500 or more, the Executive Committee must inform the Membership of the proposed transaction and receive approval at a business meeting of the Corporation as indicated in Article VI, Section 4.6.

ARTICLE VIII — LEADERSHIP ADVISORY COUNCIL

§1.0 Purpose.

The purpose of the GAR Leadership Advisory Council (“Council”) is to facilitate the efforts of GAR by working within the community for GAR’s benefit, promoting GAR to other organizations, promoting GAR to governmental bodies, encouraging and soliciting donations to GAR, and supporting the organization in any other beneficial way as determined by either the Council or The Executive Committee. The Council is an advisory committee, with no fiduciary, operational, or legal duties.

2.0 Council Members

§2.1 The Council shall be appointed by the GAR Executive Committee. The Executive Committee shall announce to the membership, at least 21 days prior to a vote, that it is seeking nominations for the Council. Any GAR member in good standing may nominate a person for the Council . Membership in GAR is not required to be a member of the Council.

§2.2 Council members shall be elected by the Executive Committee. If only one Council position is being filled at the particular Executive Meeting, then the election shall be by majority vote. If more than one Council position is being filled at such meeting, then each Executive member shall receive the same number of votes as the positions being filled, and the Council positions shall be filled by the persons receiving the highest number of votes. In the event of a tie, such position shall be filled by a majority vote in a runoff ballot. In case of an interim vacancy, the Executive Committee shall announce the vacancy, as provided for herein, and fill the vacancy for the remainder of the vacated term. No absentee voting is allowed for electing the Council.

§2.3 There may be up to 15 Council members serving 3 year staggered terms. In the year of implementation, the Executive Committee may appoint up to 5 Council members to 3 year terms, up to 5 members to 2 year terms, and up to 5 members to 1 year terms. Thereafter, each year the Executive Committee may appoint up to 5 members to fill any expiring positions to 3 year terms. There is no limit on the number of terms that can be served by a member. Terms shall run from November 1 through October 31.

§2.4 Council members may serve on the boards of any other organization as they so desire.

§2.5 GAR shall provide Director and Officer Insurance for the Council.

§2.6 Any Council member may be removed by a 2/3 vote of the current members.

§3.0 Meetings

§3.1 The Council shall elect a Chair and a Secretary, who shall serve one year terms, with no limit on the number of consecutive terms in such position.

§3.2 The Council shall endeavor to meet at least twice per year. All such meetings to be called by the Chair upon 7 days emailed notice to the Council members and the Executive Committee; by the agreement of a majority of the Council by the sending of an email to all Council members and Executive Committee members with each such Council member calling said meeting being listed on the email; or by a vote of the Executive Committee.

§3.3 The Council meetings may be informal, but shall follow Roberts Rules of Order in the event of a request at such meeting by a member. The meetings shall be open to any member of the Executive Committee, and shall be attended by the GAR President. The meetings are not required to be open to the GAR membership, but may be if so decided by the Council.

§3.4 Minutes shall be taken and provided to the Executive Committee no later than four weeks after the meeting.

§4.0 Duties

§4.1 All Council members shall support GAR.

§4.2 The Council shall support GAR by fundraising, soliciting donations, performing special projects, or engaging in public relations and outreach, as requested by the Executive Committee. The Council may make recommendations directly to the Executive Committee about any matter or issue, but is not required to do so.

§4.3 Any funds raised or solicited shall be payable to GAR, deposited into GAR's accounts, and accounted by the GAR Treasurer.

§4.4 The Council Chair and Secretary may receive monthly bank statements of GAR from the GAR Treasurer via email, and may have access to all GAR records upon written notice, including viewing access to the financial information contained in QuickBooks maintained by the GAR Treasurer, per the discretion of the Executive Committee.

§4.5 Any audits of GAR financial accounts may be disclosed to the Council, , and copies of any such audits may be provided to the Council Chair and Secretary by the Executive Committee

§4.6 The Board Chair and Secretary may share any such financial or audit information with other Council members upon request.

§4.7 The GAR President and Treasurer, to the best of their ability, shall answer any questions presented by the Council regarding GAR finances or operation of the corporation.

§4.8 The Council shall assist the Executive Committee on ensuring all IRS tax returns are filed in a timely manner, and that the corporation complies with any governmental or regulatory requirements for non-profit corporations.